

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

BKY No. 09-50779

Dennis E. Hecker,

Chapter 7

Debtor.

**NOTICE OF HEARING AND MOTION FOR AN ORDER
AUTHORIZING TRUSTEE'S ABANDONMENT, FORECLOSURE
AND SALE OF ASSETS FREE AND CLEAR OF LIENS**

To: Parties specified in Local Rule 9013-3.

1. Randall L. Seaver, the duly-appointed Chapter 7 Trustee in the above-referenced bankruptcy case ("**Trustee**"), moves the Court for the relief requested below and gives notice of hearing.

2. The Court will hold a hearing on this motion at 10:00 a.m. on June 15, 2011 Courtroom No. 8 West, U.S. Bankruptcy Court, 300 South Fourth Street, Minneapolis, MN 55415 or as soon thereafter as counsel can be heard.

3. Any response to this motion must be filed and delivered no later than June 10, 2011 which is five (5) days before the time set for the hearing (including Saturdays, Sundays, and holidays). **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§157 and 1334, Rule 5005 of the Federal Rules of Bankruptcy Procedure, and Local Rules 1070-1 and 1073-1. This is a core proceeding. This case was commenced as a voluntary Chapter 7 proceeding on June 4, 2009. The case is now pending before this Court.

5. This Motion arises under 11 U.S.C. §§363(b) and (f), 554, Minn. Stat. §336.9-607 and Bankruptcy Rule 6004.

6. The ultimate purpose of this motion is to vest the entirety of the membership interests in Austin Capital LLC (“**Austin**”) with Atlin, Inc., or its assign, for the sum of \$117,500.00.

7. In order to achieve this transfer, the Trustee will first abandon the estate’s interest in Austin and Walden Investment Company (“**Walden**”).

8. Only upon approval of abandonment, the Trustee will exercise his lien rights (obtained by the bankruptcy estate from Cornerstone Bank by way of avoidance) to foreclose on the equity interests of the Debtor Dennis E. Hecker (“**Debtor**”) in both Austin and Walden .

9. Only upon approval of the abandonment and the foreclosure, the Trustee will then sell the entirety of the Austin equity interest to Atlin, Inc.

10. Austin has two members: 99% of its membership interests are owned by the Debtor and 1% of its membership interests are owned by Walden. Walden, in turn, is 100% owned by the Debtor. The Trustee will sell the entire (100%) membership interest in Austin, brought into the estate by way of the foreclosure of the interest of Cornerstone Bank, to Atlin, Inc.

11. Austin owns 50% of the membership interests of PCR Venture LLC (“**PCR Ventures**”). Orlin, Inc. (“**Orlin**”), an affiliate of Atlin, Inc., owns the remaining 50%. PCR Ventures (through wholly owned subsidiaries) owns and operates car rental franchises in Denver and Phoenix under the "Payless" brand. Payless Car Rental Systems, Inc. (“**Payless**”) and Orlin claim that Austin has failed to honor a joint venture agreement and is indebted to Payless and Orlin in amount in excess of \$4.5 million. The Trustee believes that Austin is likely in a substantial default, as Debtor has been unable to fulfill any of his obligations as joint venture for at least two years.

Moreover, the Trustee believes, based on his experiences as a trustee and in this case in general, that there is a limited market for joint venture interests and he has received no purchase offers (other than from Atlin, Inc.) to acquire the Austin interests. Accordingly, the Trustee believes that the proposed price is fair and reasonable under the circumstances of this case, and requests that this Court's order approving the sale to Atlin, Inc. contain a good faith finding under Code Section 363(m).

12. Cornerstone Bank possessed a blanket security interest in Debtor's assets, which was perfected on January 19, 2009. That security interest covered, among other things, general intangibles. The Trustee avoided and preserved for the benefit of the estate as a preference Cornerstone Bank's security interest in Debtor's assets pursuant to this Court's Order dated September 8, 2010.

13. The claim of Cornerstone Bank exceeds \$10,000,000.00.

14. The Trustee desires to abandon the estate's ownership interest in and to foreclose his security interest in the membership interests of Austin and Walden and bring the assets of those entities into the bankruptcy estate by way of foreclosure. Again, each of these steps is a condition of sale and the agreement to sell to Atlin, Inc. is null and void without Court approval of the abandonment and foreclosure.

15. As the Trustee is acting in his capacity as a lien creditor to foreclose on assets which will be abandoned by the estate immediately prior to foreclosure, the tax attributes and liabilities of Austin and Walden which could arise on a direct sale by the estate, will not pass to the bankruptcy estate.

16. The Trustee will then sell the entire foreclosed membership interest of Austin to Atlin, Inc. for the sum of \$117,500.00 by transferring to Atlin, Inc.: (a) the 99% membership

interest in Austin previously owned by Debtor; and (b) the 1% membership interest in Austin previously owned by Walden. Thus, at the end of the transfer, Atlin, Inc. will own all of the membership interests of Austin, free and clear of all liens, security interests, claims and encumbrances.

17. Pursuant to Local Rule 9013-2(c), the Trustee gives notice that he may, if necessary, testify at the hearing regarding this motion.

WHEREFORE, the Trustee moves the Court for an order:

(a) Approving of the Trustee's abandonment and, after abandonment, the foreclosure of the Cornerstone Bank security interest in the equity interests of Austin and Walden;

(b) Approving the sale of 100% of the equity membership interest of Austin to Atlin, Inc. for the sum of \$117,500.00, obtained as a result of the foreclosure, free and clear of interests in such property pursuant to 11 U.S.C. §363(b) and (f), with such interests, if any, attaching to the proceeds of sale with the same priority, dignity and effect as such interests existed pre-petition;

(c) Finding that Atlin, Inc. is a good faith purchaser of the Austin interest, as that term is used in Code Section 363(m);

(d) Making immediately effective the Order approving sale; and,

(e) Granting such other relief as the Court may deem just and equitable.

**LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.**

/s/ Matthew R. Burton

Dated: May 17, 2011

By _____
Matthew R. Burton, #210018
Attorneys for Randall L. Seaver, Trustee
100 South Fifth Street, Suite 2500
Minneapolis, Minnesota 55402
(612) 332-1030

VERIFICATION

I, Randall L. Seaver, Trustee of the Bankruptcy Estate of Dennis E. Hecker, the moving party named in the foregoing Notice of Hearing and Motion for an Order Authorizing Trustee's Abandonment, Foreclosure and Sale of Assets Free and Clear of Liens, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: May 17, 2011

/e/ Randall L. Seaver

Randall L. Seaver, Trustee

435640

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

BKY No. 09-50779

Dennis E. Hecker,

Chapter 7 Bankruptcy

Debtor.

**MEMORANDUM IN SUPPORT OF MOTION AUTHORIZING
FORECLOSURE AND SALE OF ASSETS**

Randall L. Seaver, Trustee (“**Trustee**”) seeks approval to sell the equity interest of Austin Capital LLC (“**Austin**”) to Atlin, Inc. or its assign. As described in the verified Notice of Hearing and Motion, the sale is being achieved by the Trustee foreclosing the security interest of Cornerstone Bank in the equity interest of Debtor Dennis E. Hecker (“**Debtor**”) in Austin and Walden Investment Company (“**Walden**”). The Trustee previously avoided the Cornerstone Bank lien by way of a court-approved settlement.

After abandonment, the effect of this motion will be to bring the equity interests of Austin and Walden into the bankruptcy estate by way of foreclosure of the avoided Cornerstone Bank’s security interest. The Trustee will then sell the entire interest of the bankruptcy estate in the equity of Austin to Atlin, Inc.

The Trustee may foreclose the security interest of Cornerstone Bank in general intangibles pursuant to Minn. Stat. 336.9-607 by way of this Court’s Order.

To the extent that stay relief is required, the Court may authorize such relief pursuant to 11 U.S.C. §362(d)(1) and (2). There is no equity in the assets to any party other than the Trustee.

The Trustee requests that the Court make clear that the estate, by exercising the lien rights obtained from Cornerstone Bank, is not incurring adverse tax consequences. The Trustee

is bringing Austin and Walden into the estate by way of foreclosure, not by acting on his existing interest in Debtor's stock or membership interests. Once in the estate by way of foreclosure, Section 363 of the Bankruptcy Code provides, in part, as follows:

(b)(1) The Trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.

Prior to the foreclosure, the Trustee seeks approval of abandonment of the estate's interest in Austin and Walden. 11 U.S.C. §554. This, again, enables the Trustee to act on those assets in his capacity as a lien creditor.

The Trustee seeks to sell the entire equity interest in Austin to Atlin, Inc. for the sum of \$117,500.00 which the Trustee believes is a fair and equitable price for that interest. The price is also substantially higher than that first offered by Payless Car Rental Systems, Inc. The Trustee believes that it is in the estate's best interest, and in the best interest of its creditors, that the Court approve the motion before the Court.

The Trustee requests that the Court approve the sale without a stay pursuant to Bankruptcy Rule 6004(h).

CONCLUSION

The Trustee requests that the Court approve of his foreclosure of the lien rights obtained from Cornerstone Bank, without tax consequence to the estate, and approve the Trustee's sale of the entire equity interest of Austin to Atlin, Inc.

**LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.**

/e/ Matthew R. Burton

Dated: May 17, 2011

By _____
Matthew R. Burton, #210018
Attorneys for Randall L. Seaver, Trustee
100 South Fifth Street, Suite 2500
Minneapolis, Minnesota 55402
(612) 332-1030

438946

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

BKY No.: 09-50779

Dennis E. Hecker,

Chapter 7

Debtor.

UNSWORN CERTIFICATE OF SERVICE

I hereby certify that on May 17, 2011, I caused the following documents:

***Notice of Hearing and Motion for an Order Authorizing Trustee's Abandonment,
Foreclosure and Sale of Assets Free and Clear of Liens, Memorandum of Law and
Order (proposed)***

to be filed electronically with the Clerk of Court through ECF, and that the above documents will be delivered by automatic e-mail notification pursuant to ECF and this constitutes service or notice pursuant to Local Rule 9006-1(a).

I further certify that I caused a copy of the foregoing documents to be mailed by first class mail, postage paid, to the following:

SEE ATTACHED SERVICE LIST

/e/ Stephanie Wood

Dated: May 17, 2011

Stephanie Wood
100 South Fifth Street, Suite 2500
Minneapolis, MN 55402
(612) 332-1030

UNITED STATES RENT A CAR
4744 PARADISE ROAD
LAS VEGAS, NV 89121

ACE INSURANCE COMPANY
P.O. BOX 294836
CLEVELAND OH 44101

ALDRIDGE, DAN
1600 KENWOOD PKWY.
MINNEAPOLIS MN 55405

ALLEN EIDE
3221 32ND AVENUE SOUTH
SUITE 900
GRAND FORKS ND 58201

AMERICAN BANK
1060 DAKOTA DRIVE
MENDOTA HEIGHTS MN 55120

AMERICAN EXPRESS
P. O. BOX 0001
LOS ANGELES CA 90096

AMERICAN NAT'L BANK OF MN
7638 WOIDA RD
BAXTER MN 56425

ANCHOR BANK
1570 CONCORDIA AVE
SAINT PAUL MN 55104

ANCHOR BANK
P.O. BOX 7933
MADISON WI 53707

AV CARD/OASIS
164 LAKE FRONT DR
COCKEYSVILLE MD 21030

AXIS CAPITAL, INC.
308 N LOCUST ST
PO BOX 2555
GRAND ISLAND NE 68802

AXLE CAPITAL, LLC / SAGECREST
3 PICKWICK PLAZA
GREENWICH CT 06830

AMERICAN BANK
1578 UNIVERSITY AVENUE W
SAINT PAUL, MN 55104

AMERICAN EXPRESS BANK FSB
C/O BECKET AND LEE LLP
PO BOX 3001
MALVERN PA 19355-0701

BARBARA LYNN CUTTER
10175 SPRING MTN. ROAD, #1151
LAS VEGAS, NV 89117

BAYPORT MARINA ASSOCIATION
200 5TH STREET
BAYPORT MN 55003

BELISLE, WAYNE
1843 EAGLE RIDGE DR
SAINT PAUL MN 55118

BELLAGIO
3600 LAS VEGAS BLVD
LAS VEGAS NV 89109

BREICH, WALTER
13670 -- 122ND STREET
NORWOOD YOUNG AMERICA MN
55368

BREMER BANK
633 SOUTH CONCORD STREET,
SUITE 350
SOUTH ST. PAUL MN 55075

BRIGGS & MORGAN PA
2200 IDS CENTER
80 SOUTH EIGHTH STREET
MINNEAPOLIS MN 55402

C AND C BOAT WORKS
36448 CTY RD 66
CROSSLAKE MN 56442

CA BOARD OF EQUALIZATION
PO BOX 942879
SACRAMENTO CA 94279-7072

CA DEPT OF MOTOR VEHICLES
PO BOX 942869
SACRAMENTO CA 94269-0001

CARLTON FINANCIAL
CORPORATION
PO BOX 580
WAYZATA, MN 55391-0580

CENTER POINT ENERGY
P.O. BOX 1144
MINNEAPOLIS MN 55440

CESSNA AIRCRAFT COMPANY
P.O. BOX 12270
WICHITA KS 67277

CHRYSLER FINANCIAL
CIMS 740-01-19
6400 S FIDDLERS GREEN CIR.,
STE. 700
ENGLEWOOD CO 80111-4979

CITY OF ASPEN
130 S. GALENA ST.
ASPEN CO 81611

CITY OF BAYPORT
294 N. 3RD STREET
BAYPORT MN 55003

CITY OF MEDINA
2052 CO RD 24
HAMEL MN 55340

COMMUNITY NATIONAL BANK
845 EAST COUNTY ROAD E
VADNAIS HEIGHTS MN 55127

D&H DOCKS
23624 SMILEY ROAD
NISSWA, MN 56468

COOPERATIVE POWER
P.O. BOX 69
TWO HARBORS MN 55616

CORNERSTONE BANK
2280 45TH STREET SOUTH
FARGO, ND 58104

CROSSLAKE PROPERTY
SOLUTIONS
P.O. BOX 810
CROSSLAKE MN 56442

CROW WING COUNTY
TREASURER
JUDICIAL CENTER
213 LAUREL ST
BRainerd MN 56401

DEERWOOD BANK
611 WASHINGTON STREET NE
BRainerd MN 56401-3377

DON GILBERT
1700 PHEASANT RUN
HUDSON WI 54016

DONALD M HALSTEAD III
15626 SUNSET WAY
BRainerd MN 56401

ELIZABETH A JOHNSON
PO BOX 624
PINE RIVER MN 56474

ENCORE BANK
3003 TAMiami TRAIL NORTH, #100
NAPLES FL 34103

EXXONMOBILE OIL
CORPORATION
ATTN JENNIFER FRASER
120 MCDONALD STREET SUITE B
SAINT JOHN NB CANADA E2J 1M5

FAMILY HOLDINGS OF MN LLC
11614 ECHO BAY DRIVE
CROSSLAKE MN 56442

FIFTH THIRD BANK
C/O RICHARD J. SWIFT, JR.
GARLICK STETLER & SKRIVIAN
9115 CORSEA DE FONTANA WAY,
#100
NAPLES FL 34109

GE CAPITAL
1415 WEST 22ND STREET, #600
OAKBROOK IL 60523

GE CAPITAL, FLEET SERVICES
3 CAPITAL DRIVE
EDEN PRAIRIE MN 55344

GELCO CORPORATION
THREE CAPITAL DRIVE
ATTN: GENERAL COUNSEL
EDEN PRAIRIE MN 55344

GEMB LENDING INC
2995 RED HILL AVE STE 250
COSTA MESA CA 92626

GEMB LENDING, INC.
P.O. BOX 57091
IRVINE CA 92619

GMAC MORTGAGE
1100 VIRGINIA DRIVE
FORT WASHINGTON, PA 19034

GMAC MORTGAGE
P.O. BOX 4622
WATERLOO IA 50704

GMAC, LLC
15303 94TH AVENUE
ORLAND PARK IL 60462

GWYN M DOENZ
10600 COUNTRY DRIVE
PINE CITY MN 55063

HECKER, SANDRA
13755 - 84TH PL N
MAPLE GROVE MN 55369

HENNEPIN COUNTY TREASURER
300 S SIXTH ST
A600 GOVERNMENT CNT
MINNEAPOLIS MN 55487

HOLY CROSS ENERGY
3799 HWY 82
GLENWOOD SPRINGS CO 81602

HOME FEDERAL SAVINGS BANK
1016 CIVIC CENTER DR NW
STE 300
ROCHESTER MN 55903

HSBC BANK NEVADA NA
BASS & ASSOCIATES, PC
3936 E FT LOWELL RD, STE 200
TUCSON AZ 85712

HYUNDAI MOTOR AMERICA
10550 TALBERT AVE
MOUNTAIN VALLEY CA 92708

INTER BANK
P.O. BOX 986
NEWARK NJ 07184

IRS
DEPARTMENT OF TREASURY
OGDEN UT 84201

JASON S. COLBAUGH
1914 OAK STREET
BRAINERD MN 56401-3811

JC BROMAC
11860 S. LA CIENEGA BLVD.
LOS ANGELES CA 90250

KAPLAN STRANGIS & KAPLAN PA
5500 WELLS FARGO CENTER
90 SOUTH 7TH STREET
MINNEAPOLIS MN 55402

KSTP-FM LLC
3415 UNIVERSITY AVE
SAINT PAUL MN 55114

MICHAEL B. LUBIC
10100 SANTA MONICA BLVD, 7TH FL.
LOS ANGELES, CA 90067

MARC D. KOHL
39101 DARLING LANE
HINCKLEY MN 55037

MARSHALL BANK FIRST
225 SOUTH SIXTH STREET, SUITE
2900
MINNEAPOLIS MN 55402

MIKDEN PROPERTIES
7002 6TH STREET NORTH
OAKDALE MN 55128

INTERBANK EDINA
3400 WEST 66TH STREET, SUITE
100
EDINA MN 55435

JACOB HOLDINGS OF MEDINA,
LLC
500 FORD RD
MINNEAPOLIS MN 55426

JAVAN CARL
13942 GRAND OAKS DR
BAXTER MN 56425

JOHN J. SORCI TRUST
2300 EAST VALLEY COURT
SAN JOSE CA 95148

KELLY K. HECKER
13905 - 53RD AVE N. APT. 1
PLYMOUTH MN 55446

LAKE BANK, N.A., THE
613 FIRST AVENUE
TWO HARBORS MN 55616

M&I BANK
770 N. WATER STREET
MILWAUKEE WI 53202

MARC E TRESSLER
147C W. 116TH AVE, APT. 17
DENVER CO 80234-2853

MCENROE, CATHERINE
LEONARD STREET & DEINARD
150 S FIFTH ST STE 2300
MINNEAPOLIS MN 55402

MINNESOTA DEPT. OF REVENUE
MAIL STATION 7701
SAINT PAUL MN 55146-7701

INTERNAL REVENUE SERVICE
SPECIAL PROCEDURES BRANCH
389 US COURTHOUSE 316 N
ROBERT
ST. PAUL MN 55101

JACOB PROPERTIES OF ASPEN,
LLC
500 FORD RD
MINNEAPOLIS MN 55426

JAVER ESQUIVEL
2807 W AVE 30
LOS ANGELES CA 90065

JP MORGAN CHASE BANK, N.A.
726 MADISON AVENUE
NEW YORK NY 10021

KLEINBANK
14141 GLENDALE ROAD
SAVAGE MN 55378

LLOYD SECURITY
204 N. FIRST STREET
MINNEAPOLIS MN 55401

MAC OF PINE CITY, LLC
3221 32ND AVENUE SOUTH
SUITE 900
GRAND FORKS ND 58201

MARSH CONSUMER
333 SOUTH SEVENTH, STE 1600
MINNEAPOLIS MN 55402-2427

MICHAEL REYES
PO BOX 205
BACKUS MN 56435

MINNESOTA DEPT. OF REVENUE
PO BOX 64649
SAINT PAUL MN 55164-0649

MN DEPT OF PUBLIC SAFETY
DRIVER & VEHICLE SERVICES
445 MINNESOTA ST
SAINT PAUL MN 55101-5160

NATHAN THIEMAN
1030 8TH AVE SW
PINE CITY MN 55063

NEIMAN MARCUS
P.O. BOX 5235
CAROL STREAM IL 60197

NEVADA STATE BANK
6505 NORTH BUFFALO DRIVE
LAS VEGAS NV 89131

NIEDERNHOEFER, MANFRED
1563 RIVERCREST RD
LAKELAND MN 55043

NITROGREEN
P.O. BOX 41
MAPLE PLAIN MN 55359

NORTHMARQ CAPITAL
3500 AMERICAN BLVD WEST,
SUITE 500
BLOOMINGTON MN 55431

NORTHRIDGE FARM
ASSOCIATION
P.O. BOX 767
WAYZATA MN 55391

NORTHWOODS BANK
PO BOX 112
PARK RAPIDS MN 56470

OLD REPUBLIC SURETY
1503 - 42ND ST
STE 100
DES MOINES IA 50305

PRALLE, GARY
3625 PINE HOLLOW PL
STILLWATER MN 55082

PREMIER AQUARIUM
6340 IRVING AVE S.
RICHFIELD MN 55423

PREMIER BANKS
1875 W. HIGHWAY 36
ROSEVILLE MN 55113

PRESS A DENT INC
1154 S HIGH ST
DENVER CO 80210

PRINDLE, DECKER & AMARO, LLP
310 GOLDR SHORE - 4TH FLOOR
LONG BEACH CA 90802

PROFESSIONAL SERVICE
BUREAU
11110 INDUSTRIAL CIRCLE NW
STE B
ELK RIVER MN 55330-0331

MICHAEL W. MALTER
BINDER & MALTER LLP
2775 PARK AVENUE
SANTA CLARA, CA 95050

R. OLSON / WATERFORD
PROPERTIES
73 N. BROADWAY
FARGO ND 58102

RANDY'S SANITATION
P.O. BOX 169
DELANO MN 55328

RIVERLAND BANCORPORATION
700 SEVILLE DRIVE
JORDAN MN 55352

RIVERWOOD BANK
LOAN PRODUCTION OFFICE
PO BOX 899
CROSSLAKE MN 56442

ROE, JESSICA LIPSKY, ESQ.
BERNICK LIFSON ET AL
500 WAYZATA BLVD STE 1200
MINNEAPOLIS MN 55416

ROYAL JEWELERS
73 BROADWAY
FARGO, ND 58102

RUTH ANN BIEDERMAN
414 7TH AVE NE
PINE CITY MN 55063

SCHUYLER SCARBOROUGH
19181 SPENCER ROAD UNIT #15
BRAINERD MN 56401

SCOTT A. KEYPORT
1802 AIRWAVES RD NE
PINE CITY MN 55063

SILVER CLIFF ASSOCIATION
1201 CEDAR LAKE RD S.
MINNEAPOLIS MN 55416

SOURCE GAS
P.O. BOX 660474
DALLAS TX 75266

ST. CROIX YACHT CLUB
P.O. BOX 2263
STILLWATER MN 55082

STATE OF MINNESOTA DEPT OF
REVENUE
600 NORTH ROBERT STREET
ST. PAUL MN 55101

STORCHECK CLEANERS
857 7TH STREET
ST. PAUL MN 55106

SUMMERS PROPERTY
MANAGEMENT
111K AABC
ASPEN CO 81611

TCF NATIONAL BANK
801 MARQUETTE AVENUE
MINNEAPOLIS MN 55402

TCHIDA, BRYANT D., ESQ.
LEONARD STREET & DEINARD
150 S 5TH ST STE 2300
MINNEAPOLIS MN 55402

THE MIRAGE CASINO-HOTEL
C/O MARK W. RUSSELL ESQ
3400 LAS VEGAS BLVD S
LAS VEGAS NV 89109

TOYOTA FINANCIAL SAVINGS
BANK
2485 VILLAGE VIEW DRIVE
SUITE 200
HENDERSON NV 89074

TOYOTA FINANCIAL SERVICES
301 CARLSON PKWY, STE. 210
MINNETONKA MN 55305

TOYOTA MOTOR CREDIT CORP
301 CARLSON PKWY STE 210
MINNETONKA MN 55305

U.S. BANK
BC-MN-H22A
800 NICOLLET MALL, 22ND
FLOOR
MINNEAPOLIS MN 55402

US BANK VISA CARD
P.O. BOX 790408
ST. LOUIS MO 63179

VENTURE BANK
5601 GREEN VALLEY DRIVE
SUITE 120
BLOOMINGTON MN 55437

VFS FINANCING, INC.
10 RIVERVIEW DR
ATTN BETH BONELL
DANBURY CT 06810

VICTORIA INSURANCE
1100 LOCUST STREET
DES MOINES IA 50391

VISION BANK
3000 25TH ST. SOUTH
P.O. BOX 10008
FARGO ND 58106

WAGENER, MAURICE J.
13700 WAYZATA BLVD
HOPKINS MN 55305

WASHINGTON COUNTY
TREASURER
GOVERNMENT CENTER
14949 - 62ND ST N
STILLWATER MN 55082

WASHINGTON MUTUAL BANK,
FA
400 E MAIN ST
STOCKTON CA 95290

WASTE PARTNERS
P.O. BOX 677
PINE RIVER MN 56474-0677

WATERFORD ASSOCIATION
P.O. BOX 1353
MINNEAPOLIS MN 55480-1353

WAYNE BELISLE
1843 EAGLE RIDGE
MENDOTA HEIGHTS MN 55118

WELLS FARGO
C/O DAVID GALLE
45 SOUTH SEVENTH ST, STE 3300
MINNEAPOLIS MN 55402

WELLS FARGO BANK N.A.
LOAN ADJUSTMENT GROUP
90 SOUTH 7TH STREET
MINNEAPOLIS MN 55402

WELLS FEDERAL BANK
53 FIRST ST. SW
WELLS MN 56097

WI DEPT OF TRANSPORTATION
PO BOX 7949
MADISON WI 53707

WILLIAM BRODY
BUCHALTERNEMER
1000 WILSHIRE BLVD, STE 1500
LOS ANGELES CA 90017-2457

WORLD OMNI FINANCIAL CORP.
190 JIM MORAN BOULEVARD
DEERFIELD BEACH FL 33442

ZAPPIA, THOMAS M., ESQ.
ZAPPIA & LEVAHN
941 HILLWIND RD NE STE 301
MINNEAPOLIS MN 55432

CRAIG E REIMER
MAYER BROWN LLP
71 SOUTH WACKER DRIVE
CHICAGO, IL 60606

DENNIS E. HECKER #15080-041
FPC DULUTH
FEDERAL PRISON CAMP
P.O. BOX 1000
DULUTH, MN 55814

HOWARD J ROIN
MAYER BROWN LLP
71 SOUTH WACKER DRIVE
CHICAGO, IL 60606

MARIA ROMANO
4744 PARADISE ROAD
LAS VEGAS, NV 89121

SAJIDA MAHDI ALI
MAYER BROWN LLP
71 SOUTH WACKER DRIVE
CHICAGO, IL 60606

STUART ROZEN
MAYER BROWN LLP
71 SOUTH WACKER DRIVE
CHICAGO, IL 60606

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

BKY No. 09-50779

Dennis E. Hecker,

Chapter 7 Bankruptcy

Debtor.

ORDER

This case is before the court on the motion of the chapter 7 trustee for approval of his foreclosure of assets pursuant to lien rights obtained by the trustee pursuant to his avoidance powers, for approval of a sale of the foreclosed assets, and other relief.

Based on the motion and the file and the court being fully advised in the premises,

IT IS ORDERED:

1. The trustee's request for court approval of his abandonment of the bankruptcy estate's ownership of the equity interests of Austin Capital LLC and Walden Investments Company is approved.

2. The trustee's request for approval of the foreclosure utilizing lien creditor rights as to the equity interests of Austin Capital LLC and Walden Investments Company is approved.

3. The trustee's request for court approval of the sale of the entire equity interests of Austin Capital LLC to Atlin, Inc., or its assigns, for \$117,500.00 is approved.

4. The trustee shall not incur a tax liability or create adverse tax consequences to the bankruptcy estate by his foreclosure of the liens rights of Cornerstone Bank or his sale of interest of Austin Capital LLC. The trustee will recognize the entire amount, \$117,500, from the foreclosed sale of the equity interest in Austin Capital, LLC as interest income in the year received since this payment represents accruing interest income on the underlying loan balance

in excess of \$10,000,000.

5. Atlin, Inc. shall be a good faith purchaser of the equity interests as that term is used in Bankruptcy Code Section 363(m).

6. As a result of the foregoing transfers, Atlin, Inc. will be the owner of 100% of the membership interests in Austin Capital LLC.

7. This order effects and gives approval to abandonment, foreclosure and the sale. To the extent it deems it necessary or desirable, the trustee is authorized to execute any and all documents requested to effectuate these transactions.

8. This order shall be immediately effective upon entry and will serve as evidence for the transactions described herein. This order shall not be subject to stay under any provision of the Bankruptcy Rules, including Bankruptcy Rule 6004.

Dated: _____

United States Bankruptcy Court Judge

438188